

## CORPORATE GOVERNANCE REPORT 30.06.2017

## ANNEXURE I

**Format to be submitted by listed entity on quarterly basis**

1. Name of Listed Entity -Punjab National Bank  
 2. Quarter ending - 30-Jun-2017

| <b>1.Composition of Board of Directors</b> |                      |            |            |  |                     |                   |        |  |   |  |
|--|----------------------|------------|------------|--|---------------------|-------------------|--------|--|---|--|
| Title (Mr./Ms)                             | Name of the Director | DIN        | PAN        | Category(Chairperson /Executive/Non-Executive/Independent/Nominee) | Date of Appointment | Date of cessation | Tenure | No of Directorship in listed entities including this listed entity | No of member ships in Audit/ Stake holder Committee(s) including this listed entity | No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity |
| Mr.  | Sunil Mehta          | 00065343   | AEBPM7132A | C & NED  | 16-Mar-2017         |                   | 3      | 2  | 0   | 0  |
| Mr.  | Sunil Mehta          | 07430460   | ACLPM2877Q | MD&CEO   | 05-May-2017         |                   |        | 3  | 0   | 0  |
| Mr.  | K.Veera Brahmaji Rao | 06861202   | ATOPR8778D | ED   | 22-Jan-2014         |                   |        | 2  | 2   | 0  |
| Mr.  | Ram S. Sangapure     | 03297417   | AJRPS3887P | ED   | 13-Mar-2014         |                   |        | 2  | 1   | 0  |
| Mr.  | Sanjiv Sharan        | 07340257   | AGPPS2879A | ED   | 15-Sep-2016         |                   |        | 1  | 0   | 0  |
| Mr.  | Anil Kumar Khachi    | 00122260   | ABZPK6400A | NED  | 22-Jul-2016         |                   |        | 1  | 1   | 0  |
| Mr.  | Rabi N. Mishra       | 0000000000 | AFZPM3211R | NED  | 26-Apr-2016         |                   |        | 1  | 1   | 0  |
| Mr.  | Mahesh Baboo Gupta   | 00014313   | AEZPG4302A | NED  | 26-Jul-2016         |                   | 3      | 1  | 1   | 0  |
| Ms.  | Hiroo Mirchandani    | 06992518   | AEAPM0523L | ID   | 02-May-2015         |                   | 3      | 4  | 2   | 0  |
| Mr.  | Sudhir Nayar         | 00200415   | ACIPN0720G | ID   | 19-Dec-2015         |                   | 3      | 2  | 3   | 2  |
| Mr.  | Sanjay Verma         | 0000000000 | ABSPV5115C | ID   | 15-Jun-2017         |                   | 3      | 1  | 0   | 0  |

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**Composition of Committees**

| <b>Audit Committee</b> |                             |                 |                               |
|------------------------|-----------------------------|-----------------|-------------------------------|
| <b>Sr. No.</b>         | <b>Name of the Director</b> | <b>Category</b> | <b>Chairperson/Membership</b> |
| 1                      | K.Veera Brahmaji Rao        | ED              | Member                        |
| 2                      | Anil Kumar Khachi           | NED             | Member                        |
| 3                      | Rabi N. Mishra              | NED             | Member                        |
| 4                      | Mahesh Baboo Gupta          | NED             | Member                        |
| 5                      | Sudhir Nayar                | ID              | Chairperson                   |

| <b>Stakeholders Relationship Committee</b> |                             |                 |                               |
|--|-----------------------------|-----------------|-------------------------------|
| <b>Sr. No.</b>                             | <b>Name of the Director</b> | <b>Category</b> | <b>Chairperson/Membership</b> |
| 1  | K.Veera Brahmaji Rao        | ED              | Member                        |
| 2  | Ram S. Sangapure            | ED              | Member                        |
| 3  | Sudhir Nayar                | ID              | Chairperson                   |

| <b>Risk Management Committee</b> |                             |                 |                               |
|----------------------------------|-----------------------------|-----------------|-------------------------------|
| <b>Sr. No.</b>                   | <b>Name of the Director</b> | <b>Category</b> | <b>Chairperson/Membership</b> |
| 1                                | Sunil Mehta                 | C & NED         | Chairperson                   |
| 2                                | Sunil Mehta                 | MD & CEO        | Member                        |
| 3                                | K.Veera Brahmaji Rao        | ED              | Member                        |
| 4                                | Ram S. Sangapure            | ED              | Member                        |
| 5                                | Sanjiv Sharan               | ED              | Member                        |
| 6                                | Mahesh Baboo Gupta          | NED             | Member                        |
| 7                                | Hiroo Mirchandani           | ID              | Member                        |

| <b>Nomination and Remuneration Committee</b> |                             |                 |                               |
|--|-----------------------------|-----------------|-------------------------------|
| <b>Sr. No.</b>                               | <b>Name of the Director</b> | <b>Category</b> | <b>Chairperson/Membership</b> |
| 1  | Sunil Mehta                 | C & NED         | Chairperson                   |
| 2  | Anil Kumar Khachi           | NED             | Member                        |
| 3  | Rabi N. Mishra              | NED             | Member                        |
| 4  | Mahesh Baboo Gupta          | NED             | Member                        |
| 5  | Hiroo Mirchandani           | ID              | Member                        |
| 6  | Sudhir Nayar                | ID              | Member                        |

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| <b>III. Meeting of Board of Directors</b>                  |  |  |
|--|--|--|
| <i>Date(s) of Meeting (if any) in the previous quarter</i> | <i>Date(s) of Meeting (if any) in the relevant quarter</i> | <i>Maximum gap between any two consecutive (in number of days)</i> |
| 06-Feb-2017  | 12-Apr-2017  | 91   |
| 07-Feb-2017  | 26-Apr-2017  |  |
| 13-Feb-2017  | 15-May-2017  |  |
| 14-Mar-2017  | 16-May-2017  |  |
| 28-Mar-2017  | 09-Jun-2017  |  |
|  | 28-Jun-2017  |  |

| <b>IV. Meeting of Committees</b>    |  |  |  |
|-------------------------------------|--|--|--|
| <i>Name of the committee</i>        | <i>Date(s) of meeting of the committee in the relevant quarter</i> | <i>Whether requirement of Quorum met (details)</i> | <i>Maximum gap between any two consecutive (in number of days)</i> |
| Audit Committee                     | 26-Apr-2017  | Yes Quorum 3                                       | 0  |
| Audit Committee                     | 15-May-2017  | Yes  |  |
| Audit Committee                     | 16-May-2017  | Yes  |  |
| Audit Committee                     | 28-Jun-2017  | Yes  |  |
| Stakeholders Relationship Committee | 27-Apr-2017  | Yes Quorum 2                                       |  |
| Stakeholders Relationship Committee | 28-Jun-2017  | YES  |  |
| Risk Management Committee           | 27-Jun-2017  | Y Quorum 4   |  |
| Nomination & Remuneration Committee | 15-Jun-2017  | Y Quorum 3   |  |

| <b>v. Related Party Transactions</b>   |                                      |
|--|--------------------------------------|
| <b>Subject</b>   | <b>Compliance status (Yes/No/NA)</b> |
| Whether prior approval of audit committee obtained   | Not Applicable                       |
| Whether shareholder approval obtained for material RPT   | Not Applicable                       |
| Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee | Yes                                  |

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### VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
2. The composition of the following committees is in terms of SEBI(Listingobligationsanddisclosurerequirements)Regulations,2015
  - a. Audit Committee - **Yes**
  - b. Nomination & remuneration committee - **Yes**
  - c. Stake holders relationship committee - **Yes**
  - d. Risk management committee (applicable to the top 100 listed entities) - **Yes**
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements)Regulations,2015.- **Yes**
5.
  - a. This report and/or the report submitted in the previous quarter has been placed before Board of Directors.- **Yes**
  - b. Any comments/ observations/ advice of Board of Directors may be mentioned here:

**Public sector banks are not companies but body corporate constituted under Banking Companies (Acquisition & transfer of undertakings) Act 1970/80 and are subject to exemptions under Regulations 15(2)(b) of the SEBI (LODR) Regulations 2015. The Board of the Bank is constituted in terms of Banking Companies (acquisition & Transfer of undertakings) Act 1970/1980.**

**Name : Balbir Singh**  
**Designation : Company Secretary**